

**United States Bankruptcy Court
Southern District of New York**

In re **Main Street Connect, LLC**

Debtor

Case No. **13-22729**

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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see attached list

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **May 2, 2013**

Signature **/s/ Carli Tucker**

**Carli Tucker
CEO**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

EXHIBIT A

SCHEDULE OF MEMBERS at December 31, 2012

Members	Paid In Capital Contribution	Common Units	Series A Preferred Units ¹	Series B Preferred Units	Series B-1 Warrants	Employee Reserve Units	Strategic Reserve Units	Total Units	LLC Percentage	Fully Diluted Percentage
Carl Tucker	\$615,861.18	4,239,503	776,964			260,136		5,276,603	16.00%	12.78%
Jane Bryant Quinn	\$205,166.59	1,499,386	258,824			192,568		1,950,778	5.92%	4.72%
Peter Georgescu	\$166.67	1,666,667						1,666,667	5.05%	4.04%
John Falcone	\$20,194.44	1,944,444	25,251			209,066		2,178,761	6.61%	5.28%
Dimitri Steinberg	-					22,523		22,523	0.07%	0.05%
Wesley McCain (Manatee River Revocable Trust)	\$709,381.44	650,000		630,000	650,000	209,066	271,033	1,489,066	4.52%	3.61%
Norene Storrie	See Footnotes 1 and 5		48,429					48,429	0.15%	0.12%
Alma Ramos	See Footnote 3		9,372	10,000				19,372	0.06%	0.05%
Shuchin Li	See Footnote 3		9,372	10,000				19,372	0.06%	0.05%
Tracy Kuntz	See Footnote 1		9,372					9,372	0.03%	0.02%
Sheffield Trust	See Footnotes 1 and 5		98,429					98,429	0.30%	0.24%
PAG 2002 Revocable Trust	\$2,359,945.21		643,835	1,850,000	1,350,000			2,493,835	7.56%	6.04%
Steve Sadove	\$259,999.83		328,265	250,000		104,533		432,798	1.31%	1.05%
Hareesh Tharani	\$299,999.91		378,767			104,533		483,300	1.47%	1.17%
Shelby White	\$117,573.19		148,443					148,443	0.45%	0.36%
Towneley Capital International, LDC	\$2,715,618.46		2,066,069	1,000,000	500,000			3,066,069	9.30%	7.43%
Elihu Rose	\$450,000.00		252,511	250,000		0		502,511	1.52%	1.22%
Melinda Barton Irrevocable Trust	\$217,573.19		148,443	100,000		0		248,443	0.75%	0.60%
Jennifer Barton Irrevocable Trust	\$217,573.19		148,443	100,000		0		248,443	0.75%	0.60%
Pedro Lichtinger	\$267,573.19		148,443	150,000	50,000			298,443	0.91%	0.72%
Elwood B. Davis	\$267,573.19		148,443	150,000	50,000	209,066	119,533	507,509	1.54%	1.23%
Frederic M. Poses	\$435,147.13		296,887	200,000		0		496,887	1.51%	1.20%
Craig A. Saxton	\$249,999.91		189,383	100,000		0		289,383	0.88%	0.70%
L. Donald LaTorre Estate Reduction Trust	\$117,573.19		148,443					148,443	0.45%	0.36%
Oscar Schafer	\$117,573.19		148,443					148,443	0.45%	0.36%
William D. and Betty J. Schleier	\$167,573.19		148,443	50,000		0		198,443	0.60%	0.48%
Joseph Dionne Revocable Trust	\$217,573.19		148,443	100,000		0		248,443	0.75%	0.60%
James M. McTaggart	\$224,999.59		157,819	100,000		0	360,629	618,448	1.88%	1.50%
William Steere Revocable Trust	\$217,573.19		148,443	100,000		0		248,443	0.75%	0.60%
BNS Family Irrevocable Grantor Trust	\$108,786.23		74,221	50,000		0		124,221	0.38%	0.30%
Kilgard Holdings Corp.	\$267,573.11		211,571	100,000		0		311,571	0.94%	0.75%
Michael E. Gellert	\$1,137,868.20		742,218	550,000	250,000	104,533		1,396,751	4.24%	3.38%
Karen L. Katen	\$117,573.19		148,443					148,443	0.45%	0.36%
John R. Treichler and Sally L. Wood Trust dtd 1/	\$400,000.00			400,000	150,000			400,000	1.21%	0.97%
Mingfeng Shen	\$99,889.00			99,889		0	74,324	174,213	0.53%	0.42%
Geosor Corporation	\$3,000,000.00			3,000,000		0		3,000,000	9.10%	7.27%
Ravi Akhoury	\$150,000.00			150,000		0		150,000	0.45%	0.36%
Charter Trust Co. Ltd. Re Mahesh & A. Patel	\$249,972.00			249,972		0		249,972	0.76%	0.61%
Robert Cummins	\$250,000.00			250,000		0		250,000	0.76%	0.61%
Byron Knief	\$250,000.00			250,000		0		250,000	0.76%	0.61%
Peter Gottsegen	\$250,000.00			250,000		0		250,000	0.76%	0.61%
T2, Ltd.	\$250,000.00			250,000		0		250,000	0.76%	0.61%
Redwood Partners Ltd.	\$35,000.00			35,000		0		35,000	0.11%	0.08%
Judith Anne Korde	\$1,000,000.00			1,000,000	1,000,000			1,000,000	3.03%	2.42%
Anne Ring	-					80,833		80,833	0.25%	0.20%
Dave Everett	-					5,000		5,000	0.02%	0.01%
Thomas Cain	-					10,135		10,135	0.03%	0.02%
Preston Bealle	-					33,784		33,784	0.10%	0.08%
Merrill Brown	-					30,000		30,000	0.09%	0.07%
John Schofield	-						80,000	0	0.00%	0.00%
Paul McGhee	-					11,000		11,000	0.03%	0.03%
Nick Veronis	-					104,533		104,533	0.32%	0.25%
Zohar Yardeni	-					604,488		604,488	1.83%	1.46%
John Londono	-					181,459		181,459	0.55%	0.44%
Karin Annus	-					317,294		317,294	0.96%	0.77%
SUB TOTALS:	\$18,038,874	10,000,000	8,210,429	11,534,861	4,000,000	3,229,503	470,566	32,974,793	100.00%	
Employee Reserve (issued)						972,073				
Employee Reserve (unissued)						2,789,790				
Strategic Opportunities Reserve (issued)							0			
Strategic Opportunities Reserve (unissued)							80,000			
FULLY DILUTED TOTAL	\$18,038,874	10,000,000	8,210,429	11,534,861	4,000,000	6,991,366	550,566	41,287,222		

Footnote 1: Received Series A Preferred Units pursuant to gift transfer from Wes McCain

Footnote 2: Series A Preferred Stock was adjusted as of 12/31/11 due to unissued Strategic Opportunities Reserve

Footnote 3: Received Series A Preferred Units pursuant to gift transfer from Wes McCain and Series B Preferred Units pursuant to gift transfer from Manatee River Revocable Trust

Footnote 4: Purchased 482,719 Common Units from Carl Tucker and 167,281 Common Units from Jane Bryant Quinn

Footnote 5: Received Series A Preferred Units pursuant to gift transfer from Towneley Capital International, LDC